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95 JAN 24 AM 11:01

STATE  
TALLAHASSEE, FLORIDA

January 19, 1995

Office of the Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Dear Sir:

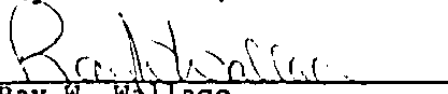
Re: Barnacle Ray's Restaurant Co., Inc.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$122.50 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to:

Ray Wallace  
P. O. Box 2302  
Crystal River, FL 34423

  
Ray W. Wallace

Enclosures

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-01/25/95--01032--006  
\*\*\*122.50 \*\*\*122.50

D. BROWN JAN 27 1995

ARTICLES OF INCORPORATION  
OF  
BARNACLE RAY'S RESTAURANT CO., INC.

FILED  
25 JAN 24 4:11:01  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: Barnacle Ray's Restaurant Co., Inc., a Florida corporation.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at One and No/100 Dollar (\$1.00) par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash on any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI - REGISTERED AGENT  
AND ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2123 N. Sunshine Path, Crystal River, FL 34429, and the name of the initial registered agent of this corporation is Ray Wallace. The principal address is 2123 N. Sunshine Path, Crystal River, FL, and the person upon whom service of process can be affected is: Ray Wallace.

ARTICLE VII - DIRECTORS

This corporation shall have Four (4) Directors initially and the number of directors may either be increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are.

- Ray Wallace, 2123 N. Sunshine Path, Crystal River, FL 34429
- Lynn Johnson, 2771 W. Springleaf Lane, Lecanto, FL 34661
- Byron Colley, 512 N. 18th St., Jacksonville Beach, FL 32250
- Ammie Colley, 512 N. 18th St., Jacksonville Beach, FL 32250

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: Ray Wallace, 2123 N. Sunshine Path, Crystal River, FL 34429

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors subject to the approval of the shareholders.

ARTICLE X - INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite of his/her name.

Name:	Shares of Stock
Ray Wallace	265 shares
Lynn. Johnson	245 shares
Byron Colley	245 shares
Ammie Colley	245 shares

The Shares of stock or the shares of the initial shareholders listed above and subsequent shareholders, may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such share may be offered or sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XI - OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation or until her/his successors are elected or appointed and have qualified are as follows:

President: Ray Wallace  
P. O. Box 2302 Crystal River, FL 34423  
Vice-President: Byron Colley  
P. O. Box 2302 Crystal River, FL 34423  
Secretary: Ammie Colley  
P. O. Box 2302, Crystal River, FL 34423  
Treasurer: Lynn Johnson  
P. O. Box 2302, Crystal River, FL 34423

#### ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

#### ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

#### ARTICLE XIV - POWERS

This corporation shall have the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XVII - MEETING OF THE BOARD OF DIRECTORS BY TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII - INDEMNIFICATION

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these articles of Incorporation or an Amendment thereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this      day of January, 1995

STATE OF FLORIDA  
COUNTY OF Citrus

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared Ray Wallace, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal at Crystal River Citrus  
County, Florida, this 22nd day of January, 1995.



OFFICIAL SEAL  
CAROL LYNN JOHNSON  
My Commission Expires  
July 12, 1996  
Comm. No. CC 213943

Carol L Johnson

NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

APPOINTMENT OF REGISTERED AGENT

FILED  
95 JUN 24 11:01  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

First - That Barnacle Ray's Restaurant Co., Inc.  
desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at  
the city of Crystal River, Florida, has named Ray W.  
Wallace located at 2123 N. Sunshine path, city of Crystal  
River, state of Florida, as its agent to accept service of  
process within Florida.

Signature: Ray W. Wallace

Director

Date: 1-22-95

Having been named to accept service of process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to comply with the provisions  
of all statutes relative to the proper and complete  
performance of my duties.

Signature: Ray W. Wallace

Date: 1-22-95